



DIGEST OF SB 517 (Updated February 4, 2002 4:29 PM - DI 94)

Citations Affected: IC 23-1; IC 23-4; IC 23-16; IC 23-18; IC 30-5.

Synopsis: Business entity mergers and redomestications. Provides for cross species business mergers. Provides for the redomestication of business entities. Includes in the definition of "principal" for the purpose of a power of attorney a corporation, a limited liability company, a trust, or a partnership. Makes conforming amendments.

Effective: July 1, 2002.

Clark, Lanane

January 14, 2002, read first time and referred to Committee on Commerce and Consumer Affairs.

arrs. January 31, 2002, reported favorably — Do Pass. February 4, 2002, read second time, amended, ordered engrossed. У



Second Regular Session 112th General Assembly (2002)

PRINTING CODE. Amendments: Whenever an existing statute (or a section of the Indiana Constitution) is being amended, the text of the existing provision will appear in this style type, additions will appear in this style type, and deletions will appear in this style type.

Additions: Whenever a new statutory provision is being enacted (or a new constitutional provision adopted), the text of the new provision will appear in **this style type**. Also, the word **NEW** will appear in that style type in the introductory clause of each SECTION that adds a new provision to the Indiana Code or the Indiana Constitution.

Conflict reconciliation: Text in a statute in *this style type* or *this style type* reconciles conflicts between statutes enacted by the 2001 General Assembly.

SENATE BILL No. 517

A BILL FOR AN ACT to amend the Indiana Code concerning business and other associations.

Be it enacted by the General Assembly of the State of Indiana:

1	SECTION 1. IC 23-1-23-1 IS AMENDED TO READ AS
2	FOLLOWS [EFFECTIVE JULY 1, 2002]: Sec. 1. (a) A corporate
3	name:
4	(1) must contain the word "corporation", "incorporated",
5	"company", or "limited", or the abbreviation "corp.", "inc.", "co.",

- (1) must contain the word "corporation", "incorporated", "company", or "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd.", or words or abbreviations of like import in another language; and
- (2) except as provided in subsection (e), may not contain language stating or implying that the corporation is organized for a purpose other than that permitted by IC 23-1-22-1 and its articles of incorporation.
- (b) Except as authorized by subsections (c) and (d), a corporate name must be distinguishable upon the records of the secretary of state from:
 - (1) the corporate name of a corporation **or other business entity** incorporated or authorized to transact business in Indiana;
- (2) a corporate name reserved or registered under section 2 or 3

6

7

8 9

10

11

12

13

14

15

16

17

G

0

p

y

1	of this chapter; and
2	(3) the corporate name of a not-for-profit corporation incorporated
3	or authorized to transact business in Indiana.
4	(c) A corporation may apply to the secretary of state for
5	authorization to use a name that is not distinguishable upon the
6	secretary of state's records from one (1) or more of the names described
7	in subsection (b). The secretary of state shall authorize use of the name
8	applied for if:
9	(1) the other corporation files its written consent to the use, signed
10	by any current officer of the corporation; or
11	(2) the applicant delivers to the secretary of state a certified copy
12	of the final judgment of a court of competent jurisdiction
13	establishing the applicant's right to use the name applied for in
14	Indiana.
15	(d) A corporation may use the name, including the fictitious name,
16	of another domestic or foreign corporation that is used in Indiana if the
17	other corporation is incorporated or authorized to transact business in
18	Indiana and the proposed user corporation:
19	(1) has merged with the other corporation;
20	(2) has been formed by reorganization of the other corporation; or
21	(3) has acquired all or substantially all of the assets, including the
22	corporate name, of the other corporation.
23	(e) A bank holding company (as defined in 12 U.S.C. 1841) may use
24	the word "bank" or "banks" as a part of its name. However, this
25	subsection does not permit a bank holding company to advertise or
26	represent itself to the public as affording the services or performing the
27	duties that a bank or trust company only is entitled to afford and
28	perform.
29	(f) Except as provided in IC 23-1-49-6, this article does not control
30	the use of fictitious names.
31	SECTION 2. IC 23-1-38.5 IS ADDED TO THE INDIANA CODE
32	AS A NEW CHAPTER TO READ AS FOLLOWS [EFFECTIVE
33	JULY 1, 2002]:
34	Chapter 38.5. Domestication and Conversion
35	Sec. 1. The following definitions apply throughout this chapter:
36	(1) "Converting entity" means:
37	(A) a domestic business corporation or a domestic other
38	entity that adopts a plan of entity conversion; or
39	(B) a foreign other entity converting to a domestic business
40	corporation.
41	(2) "Surviving entity" means the corporation or other entity
42	that is in existence immediately after consummation of an



1	entity conversion under this chapter.
2	Sec. 2. This chapter may not be used to effect a transaction that:
3	(1) converts an insurance company organized on the mutual
4	principle to a company organized on a stock share basis;
5	(2) converts a nonprofit corporation to a domestic
6	corporation or other business entity; or
7	(3) converts a domestic corporation or other business entity
8	to a nonprofit corporation.
9	Sec. 3. If a domestic or foreign business corporation, a nonprofit
0	corporation, or another entity may not be a party to a merger
1	without the approval of the department of financial institutions or
2	the department of insurance, the corporation or other entity may
3	not be a party to a transaction under this chapter without the prior
4	approval of the department of financial institutions or the
5	department of insurance.
6	Sec. 4. (a) A foreign business corporation may become a
7	domestic business corporation only if the domestication is
8	permitted by the organic law of the foreign corporation. The laws
9	of Indiana govern the effect of domesticating in Indiana under this
20	chapter.
21	(b) A domestic business corporation may become a foreign
22	business corporation only if the domestication is permitted by the
23	laws of the foreign jurisdiction. Regardless of whether the laws of
24	the foreign jurisdiction require the adoption of a plan of
25	domestication, the domestication must be approved by the
26	adoption by the corporation of a plan of domestication in the
27	manner provided in this section. The laws of the foreign
28	jurisdiction govern the effect of domesticating in that jurisdiction.
29	(c) The plan of domestication must include:
30	(1) a statement of the jurisdiction in which the corporation is
31	to be domesticated;
32	(2) the terms and conditions of the domestication;
33	(3) the manner and basis of reclassifying the shares of the
34	corporation following its domestication into:
35	(A) shares or other securities;
86	(B) obligations;
37	(C) rights to acquire shares or other securities;
88	(D) cash;
19	(E) other property; or
10	(F) any combination of the types of assets referred to in
1	clauses (A) through (E); and
12	(4) any desired amendments to the articles of incorporation of



1	the corporation following its domestication.
2	(d) The plan of domestication may also include a provision that
3	the plan may be amended before filing the document required by
4	the laws of Indiana or the other jurisdiction to consummate the
5	domestication. However, after approval of the plan by the
6	shareholders, the plan may not be amended to change:
7	(1) the amount or kind of shares or other securities,
8	obligations, rights to acquire shares or other securities, cash,
9	or other property to be received by the shareholders under
10	the plan;
11	(2) the articles of incorporation as they will be in effect
12	immediately following domestication, except for changes
13	permitted by a provision of the organic law; or
14	(3) any of the other terms or conditions of the plan if the
15	change would adversely affect any of the shareholders in a
16	material respect.
17	(e) If:
18	(1) a debt security, note, or similar evidence of indebtedness
19	for money borrowed, whether secured or unsecured; or
20	(2) a contract of any kind;
21	that is issued, incurred, or executed by a domestic corporation
22	before July 1, 2002, contains a provision applying to a merger of
23	the corporation and the document does not refer to a domestication
24	of the corporation, the provision applies to a domestication of the
25	corporation until the provision is amended after that date.
26	Sec. 5. In the case of a domestication of a domestic business
27	corporation in a foreign jurisdiction, the following apply:
28	(1) The plan of domestication must be adopted by the board
29	of directors.
30	(2) After adopting the plan of domestication, the board of
31	directors must submit the plan to the shareholders for their
32	approval. The board of directors must also transmit to the
33	shareholders a recommendation that the shareholders
34	approve the plan, unless the board of directors makes a
35	determination that because of conflicts of interest or other
36	special circumstances it should not make that
37	recommendation, in which case the board of directors must
38	communicate to the shareholders the basis for that
39	determination.
40	(3) The board of directors may condition its submission of the
41	plan of domestication to the shareholders on any basis.

(4) If the approval of the shareholders is to be given at a



1	meeting, the corporation must notify each shareholder,
2	whether or not the shareholder is entitled to vote, of the
3	meeting of shareholders at which the plan of domestication is
4	to be submitted for approval. The notice must state that the
5	purpose, or one (1) of the purposes, of the meeting is to
6	consider the plan. The notice must contain or be accompanied
7	by a copy or summary of the plan. The notice must include or
8	be accompanied by a copy of the articles of incorporation as
9	they will be in effect immediately after the domestication.
10	(5) Unless a greater requirement is established by the articles
11	of incorporation or by the board of directors acting under
12	subdivision (3), the plan of domestication may be submitted
13	for the approval of the shareholders:
14	(A) at a meeting at which a quorum consisting of at least a
15	majority of the votes entitled to be cast on the plan exists;
16	and
17	(B) if any class or series of shares is entitled to vote as a
18	separate group on the plan, at a meeting at which a
19	quorum of the voting group consisting of at least a
20	majority of the votes entitled to be cast on the
21	domestication by that voting group is present.
22	(6) Separate voting on the plan of domestication by voting
23	groups is required by each class or series of shares that:
24	(A) is to be reclassified under the plan of domestication
25	into other securities, obligations, rights to acquire shares
26	or other securities, cash, other property, or any
27	combination of the types of assets referred to in this clause;
28	(B) would be entitled to vote as a separate group on a
29	provision of the plan that, if contained in a proposed
30	amendment to articles of incorporation, would require
31	action by separate voting groups under IC 23-1-30-7; or
32	(C) is entitled under the articles of incorporation to vote as
33	a voting group to approve an amendment of the articles.
34	(7) If any provision of the articles of incorporation, the
35	bylaws, or an agreement to which any of the directors or
36	shareholders are parties, adopted or entered into before July
37	1, 2002, applies to a merger of the corporation and that
38	document does not refer to a domestication of the
39	corporation, the provision applies to a domestication of the
40	corporation until the provision is amended after that date.
41	Sec. 6. (a) After the domestication of a foreign business

corporation has been authorized as required by the laws of the



1	foreign jurisdiction, the articles of domestication must be executed
2	by an officer or other duly authorized representative. The articles
3	must set forth:
4	(1) the name of the corporation immediately before the filing
5	of the articles of domestication and, if that name is
6	unavailable for use in Indiana or the corporation desires to
7	change its name in connection with the domestication, a name
8	that satisfies the requirements of IC 23-1-23-1;
9	(2) the jurisdiction of incorporation of the corporation
10	immediately before the filing of the articles of domestication
11	in that jurisdiction; and
12	(3) a statement that the domestication of the corporation in
13	Indiana was duly authorized as required by the laws of the
14	jurisdiction in which the corporation was incorporated
15	immediately before its domestication under this chapter.
16	(b) The articles of domestication must either contain all of the
17	provisions that IC 23-1-21-2(a) requires to be set forth in articles
18	of incorporation and any other desired provisions that
19	IC 23-1-21-2(b) permits to be included in the articles of
20	incorporation, or must have attached articles of incorporation. In
21	either case, provisions that would not be required to be included in
22	restated articles of incorporation may be omitted.
23	(c) The articles of domestication must be delivered to the
24	secretary of state for filing, and are effective at the time provided
25	in IC 23-1-18-4.
26	(d) If the foreign corporation is authorized to transact business
27	in this state under IC 23-1-49, its certificate of authority is canceled
28	automatically on the effective date of its domestication.
29	Sec. 7. (a) Whenever a domestic business corporation has
30	adopted and approved, in the manner required by this chapter, a
31	plan of domestication providing for the corporation to be
32	domesticated in a foreign jurisdiction, an officer or another
33	authorized representative of the corporation must execute articles
34	of charter surrender on behalf of the corporation. The articles of
35	charter surrender must set forth:
36	(1) the name of the corporation;
37	(2) a statement that the articles of charter surrender are being
38	filed in connection with the domestication of the corporation
39	in a foreign jurisdiction;
40	(3) a statement that the domestication was approved by the
41	shareholders and, if voting by any separate voting group was

required, by each separate voting group, in the manner



1	required by this chapter and the articles of incorporation; and
2	(4) the corporation's new jurisdiction of incorporation.
3	(b) The articles of charter surrender must be delivered by the
4	corporation to the secretary of state for filing. The articles of
5	charter surrender are effective at the time provided in
6	IC 23-1-18-4.
7	Sec. 8. (a) When a domestication of a foreign business
8	corporation in Indiana becomes effective:
9	(1) the title to all real and personal property, both tangible
10	and intangible, held by the corporation remains in the
11	corporation without reversion or impairment;
12	(2) the liabilities of the corporation remain the liabilities of the
13	corporation;
14	(3) an action or proceeding pending against the corporation
15	continues against the corporation as if the domestication had
16	not occurred;
17	(4) the articles of domestication, or the articles of
18	incorporation attached to the articles of domestication,
19	constitute the articles of incorporation of the corporation;
20	(5) the shares of the corporation are reclassified into shares,
21	other securities, obligations, rights to acquire shares or other
22	securities, or cash or other property in accordance with the
23	terms of the domestication as approved under the laws of the
24	foreign jurisdiction, and the shareholders are entitled only to
25	the rights provided by those terms and under those laws; and
26	(6) the corporation is considered to:
27	(A) be incorporated under the laws of Indiana for all
28	purposes;
29	(B) be the same corporation without interruption as the
30	corporation that existed under the laws of the foreign
31	jurisdiction; and
32	(C) have been incorporated on the date it was originally
33	incorporated in the foreign jurisdiction.
34	(b) When a domestication of a domestic business corporation in
35	a foreign jurisdiction becomes effective, the foreign business
36	corporation is considered to:
37	(1) appoint the secretary of state as its agent for service of
38	process in a proceeding to enforce the rights of shareholders
39	who exercise appraisal rights in connection with the
40	domestication; and
41	(2) agree that it will promptly pay the amount, if any, to
42	which shareholders are entitled under IC 23-1-40.



1	(c) The owner liability of a shareholder in a foreign corporation
2	that is domesticated in Indiana is as follows:
3	(1) The domestication does not discharge owner liability
4	under the laws of the foreign jurisdiction to the extent owner
5	liability arose before the effective time of the articles of
6	domestication.
7	(2) The shareholder does not have owner liability under the
8	laws of the foreign jurisdiction for a debt, obligation, or
9	liability of the corporation that arises after the effective time
10	of the articles of domestication.
11	(3) The provisions of the laws of the foreign jurisdiction
12	continue to apply to the collection or discharge of any owner
13	liability preserved by subdivision (1), as if the domestication
14	had not occurred and the corporation were still incorporated
15	under the laws of the foreign jurisdiction.
16	(4) The shareholder has whatever rights of contribution from
17	other shareholders are provided by the laws of the foreign
18	jurisdiction with respect to any owner liability preserved by
19	subdivision (1), as if the domestication had not occurred and
20	the corporation were still incorporated under the laws of that
21	jurisdiction.
22	Sec. 9. (a) Unless otherwise provided in a plan of domestication
23	of a domestic business corporation, after the plan has been adopted
24	and approved as required by this chapter, and at any time before
25	the domestication has become effective, the plan of domestication
26	may be abandoned by the board of directors without action by the
27	shareholders.
28	(b) If a domestication is abandoned under subsection (a) after
29	articles of charter surrender have been filed with the secretary of
30	state but before the domestication has become effective, a
31	statement that the domestication has been abandoned under this
32	section, executed by an officer or other authorized representative,
33	must be delivered to the secretary of state for filing before the
34	effective date of the domestication. The statement is effective upon
35	filing and the domestication is abandoned and may not become
36	effective.
37	(c) If the domestication of a foreign business corporation in
38	Indiana is abandoned under the laws of the foreign jurisdiction
39	after articles of domestication have been filed with the secretary of
40	state, a statement that the domestication has been abandoned,
41	executed by an officer or other authorized representative, must be

delivered to the secretary of state for filing. The statement is



effective upon filing and the domestication is abandoned and may not become effective.

- Sec. 10. (a) A domestic business corporation may become a domestic other entity under a plan of entity conversion. If the organic law of the other entity does not provide for a conversion, section 14 of this chapter governs the effect of converting to that form of entity.
- (b) A domestic business corporation may become a foreign other entity only if the entity conversion is permitted by the laws of the foreign jurisdiction. The laws of the foreign jurisdiction govern the effect of converting to an other entity in that jurisdiction.
- (c) A domestic other entity may become a domestic business corporation. Section 14 of this chapter governs the effect of converting to a domestic business corporation. If the organic law of a domestic other entity does not provide procedures for the approval of an entity conversion, the conversion must be adopted and approved, and the entity conversion effectuated, in the same manner as a merger of the other entity, and its interest holders are entitled to appraisal rights if appraisal rights are available upon any type of merger under the organic law of the other entity. If the organic law of a domestic other entity does not provide procedures for the approval of either an entity conversion or a merger, a plan of entity conversion must be adopted and approved, the entity conversion effectuated, and appraisal rights exercised, in accordance with the procedures set forth in this chapter and in IC 23-1-40. Without limiting the provisions of this subsection, a domestic other entity whose organic law does not provide procedures for the approval of an entity conversion is subject to subsection (e) and section 12(7) of this chapter. For purposes of applying this chapter and IC 23-1-40:
 - (1) the other entity and its interest holders, interests, and organic documents taken together are considered a domestic business corporation and the shareholders, shares, and articles of incorporation of a domestic business corporation, as the context may require; and
 - (2) if the business and affairs of the other entity are managed by a group of persons that is not identical to the interest holders, that group is considered the board of directors.
- (d) A foreign other entity may become a domestic business corporation if the organic law of the foreign other entity authorizes it to become a corporation in another jurisdiction. The laws of this state govern the effect of converting to a domestic business



1

2

3

4

5

6

7

8

9

10

11 12

13 14

15

16

17

18

19 20

21

22

23

24

25

26

27

28

29

30

31

32

33

34

35

36

3738

39

40

41







1	corporation under this chapter.
2	(e) If a debt security, note, or similar evidence of indebtedness
3	for money borrowed, whether secured or unsecured, or a contract
4	of any kind, issued, incurred, or executed by a domestic business
5	corporation before July 1, 2002, applies to a merger of the
6	corporation and the document does not refer to an entity
7	conversion of the corporation, the provision applies to an entity
8	conversion of the corporation until the provision is amended after
9	that date.
10	Sec. 11. (a) A plan of entity conversion must include:
11	(1) a statement of the type of other entity that the surviving
12	entity will be and, if it will be a foreign other entity, its
13	jurisdiction of organization;
14	(2) the terms and conditions of the conversion;
15	(3) the manner and basis of converting the shares of the
16	domestic business corporation following its conversion into
17	interests or other securities, obligations, rights to acquire
18	interests or other securities, cash, other property, or any
19	combination of the types of assets referred to in this
20	subdivision; and
21	(4) the full text, as in effect immediately after consummation
22	of the conversion, of the organic documents of the surviving
23	entity.
24	(b) The plan of entity conversion may also include a provision
25	that the plan may be amended prior to filing articles of entity
26	conversion, except that after the approval of the plan by the
27	shareholders the plan may not be amended to change:
28	(1) the amount or kind of shares or other securities, interests,
29	obligations, rights to acquire shares, other securities or
30	interests, cash, or other property to be received under the
31	plan by the shareholders;
32	(2) the organic documents that will be in effect immediately
33	following the conversion, except for changes permitted by a
34	provision of the organic law of the surviving entity; or
35	(3) any of the other terms or conditions of the plan if the
36	change would adversely affect any of the shareholders in any
37	material respect.
38	Sec. 12. In the case of an entity conversion of a domestic
39	business corporation to a domestic other entity or foreign other
40	entity, the following apply:
41	(1) The plan of entity conversion must be adopted by the
42	board of directors.



1	(2) After adopting the plan of entity conversion, the board of
2	directors must submit the plan to the shareholders for their
3	approval. The board of directors must also transmit to the
4	shareholders a recommendation that the shareholders
5	approve the plan, unless the board of directors makes a
6	determination that because of conflicts of interest or other
7	special circumstances it should not make that
8	recommendation, in which case the board of directors must
9	communicate to the shareholders the basis for that
10	determination.
11	(3) The board of directors may condition its submission of the
12	plan of entity conversion to the shareholders on any basis.
13	(4) If the approval of the shareholders is to be given at a
14	meeting, the corporation must notify each shareholder,
15	whether or not entitled to vote, of the meeting of shareholders
16	at which the plan of entity conversion is to be submitted for
17	approval. The notice must state that the purpose, or one (1) of
18	the purposes, of the meeting is to consider the plan. The notice
19	must contain or be accompanied by a copy or summary of the
20	plan. The notice must include or be accompanied by a copy of
21	the organic documents as they will be in effect immediately
22	after the entity conversion.
23	(5) Unless a greater requirement is established by the articles
24	of incorporation or by the board of directors acting under
25	subdivision (3), approval of the plan of entity conversion
26	requires the approval of the shareholders at a meeting at
27	which a quorum consisting of at least a majority of the votes
28	entitled to be cast on the plan exists.
29	(6) In addition to the vote required under subdivision (5),
30	separate voting on the plan of equity conversion by voting
31	groups is also required by each class or series of shares.
32	Unless the articles of incorporation, or the board of directors
33	acting under subdivision (3), requires a greater vote or a
34	greater number of votes to be present, if the corporation has
35	more than one (1) class or series of shares outstanding,
36	approval of the plan of entity conversion requires the
37	approval of each separate voting group at a meeting at which
38	a quorum of the voting group consisting of at least a majority

(7) If any provision of the articles of incorporation, the bylaws, or an agreement to which any of the directors or

of the votes entitled to be cast on the conversion by that voting



39

40

41

42

group is present.

1	shareholders are parties, adopted or entered into before July
2	1, 2002, applies to a merger of the corporation and the
3	document does not refer to an entity conversion of the
4	corporation, the provision applies to an entity conversion of
5	the corporation until the provision is subsequently amended.
6	(8) If as a result of the conversion one (1) or more
7	shareholders of the corporation would become subject to
8	owner liability for the debts, obligations, or liabilities of any
9	other person or entity, approval of the plan of conversion
10	requires the execution, by each shareholder, of a separate
11	written consent to become subject to the owner liability.
12	Sec. 13. (a) After conversion of a domestic business corporation
13	to a domestic other entity has been adopted and approved as
14	required by this chapter, articles of entity conversion must be
15	executed on behalf of the corporation by any officer or other duly
16	authorized representative. The articles must:
17	(1) set forth the name of the corporation immediately before
18	the filing of the articles of entity conversion and the name to
19	which the name of the corporation is to be changed, which
20	must satisfy the organic law of the surviving entity;
21	(2) state the type of other entity that the surviving entity will
22	be;
23	(3) set forth a statement that the plan of entity conversion was
24	duly approved by the shareholders in the manner required by
25	this chapter and the articles of incorporation; and
26	(4) if the surviving entity is a filing entity, either contain all of
27	the provisions required to be set forth in its public organic
28	document and any other desired provisions that are
29	permitted, or have attached a public organic document,
30	except that, in either case, provisions that would not be
31	required to be included in a restated public organic document
32	may be omitted.
33	(b) After the conversion of a domestic other entity to a domestic
34	business corporation has been adopted and approved as required
35	by the organic law of the other entity, an officer or another duly
36	authorized representative of the other entity must execute articles
37	of entity conversion on behalf of the other entity. The articles must:
38	(1) set forth the name of the other entity immediately before
39	the filing of the articles of entity conversion and the name to
40	which the name of the other entity is to be changed, which

must satisfy the requirements of IC 23-1-23-1;

(2) set forth a statement that the plan of entity conversion was



41

1	duly approved in accordance with the organic law of the other
2	entity;
3	(3) either contain all of the provisions that IC 23-1-21-2(a)
4	requires to be set forth in articles of incorporation and any
5	other desired provisions that IC 23-1-21-2(b) permits to be
6	included in articles of incorporation, or have attached articles
7	of incorporation, except that, in either case provisions that
8	would not be required to be included in restated articles of
9	incorporation of a domestic business corporation may be
10	omitted.
11	(c) After the conversion of a foreign other entity to a domestic
12	business corporation has been authorized as required by the laws
13	of the foreign jurisdiction, articles of entity conversion must be
14	executed on behalf of the foreign other entity by any officer or
15	authorized representative. The articles must:
16	(1) set forth the name of the other entity immediately before
17	the filing of the articles of entity conversion and the name to
18	which the name of the other entity is to be changed, which
19	must satisfy the requirements of IC 23-1-23-1;
20	(2) set forth the jurisdiction under the laws of which the other
21	entity was organized immediately before the filing of the
22	articles of entity conversion and the date on which the other
23	entity was organized in that jurisdiction;
24	(3) set forth a statement that the conversion of the other entity
25	was duly approved in the manner required by its organic law;
26	and
27	(4) either contain all of the provisions that IC 23-1-21-2(a)
28	requires to be set forth in articles of incorporation and any
29	other desired provisions that IC 23-1-21-2(b) permits to be
30	included in articles of incorporation, or have attached articles
31	of incorporation, except that, in either case, provisions that
32	would not be required to be included in restated articles of
33	incorporation of a domestic business corporation may be
34	omitted.
35	(d) The articles of entity conversion must be delivered to the
36	secretary of state for filing and take effect at the effective time
37	provided in IC 23-1-18-4.
38	(e) If the converting entity is a foreign other entity that is
39	authorized to transact business in Indiana under a provision of law
40	similar to IC 23-1-49, its certificate of authority or other type of
41	foreign qualification is canceled automatically on the effective date



of its conversion.

1	Sec. 14. (a) Whenever a domestic business corporation has
2	adopted and approved, in the manner required by this chapter, a
3	plan of entity conversion providing for the corporation to be
4	converted to a foreign other entity, articles of charter surrender
5	must be executed on behalf of the other corporation by any officer
6	or other duly authorized representative. The articles of charter
7	surrender must set forth:
8	(1) the name of the corporation;
9	(2) a statement that the articles of charter surrender are being
10	filed in connection with the conversion of the corporation to
11	a foreign other entity;
12	(3) a statement that the conversion was duly approved by the
13	shareholders in the manner required by this chapter and the
14	articles of incorporation;
15	(4) the jurisdiction under the laws of which the surviving
16	entity will be organized; and
17	(5) if the surviving entity will be a nonfiling entity, the address
18	of its executive office immediately after the conversion.
19	(b) The articles of charter surrender must be delivered by the
20	corporation to the secretary of state for filing. The articles of
21	charter surrender take effect on the effective time provided in
22	IC 23-1-18-4.
23	Sec. 15. (a) When a conversion under this section in which the
24	surviving entity is a domestic business corporation or domestic
25	other entity becomes effective:
26	(1) the title to all real and personal property, both tangible
27	and intangible, of the converting entity remains in the
28	surviving entity without reversion or impairment;
29	(2) the liabilities of the converting entity remain the liabilities
30	of the surviving entity;
31	(3) an action or proceeding pending against the converting
32	entity continues against the surviving entity as if the
33	conversion had not occurred;
34	(4) in the case of a surviving entity that is a filing entity, the
35	articles of conversion, or the articles of incorporation or
36	public organic document attached to the articles of
37	conversion, constitute the articles of incorporation or public
38	organic document of the surviving entity;
39	(5) in the case of a surviving entity that is a nonfiling entity,
40	the private organic document provided for in the plan of
41	conversion constitutes the private organic document of the



surviving entity;

1	(6) the share or interests of the converting entity are
2	reclassified into shares, interests, other securities, obligations,
3	rights to acquire shares, interests, or their securities, or into
4	cash or other property in accordance with the plan of
5	conversion, and the shareholders or interest holders of the
6	converting entity are entitled only to the rights provided in
7	the plan of conversion and to any rights they may have under
8	IC 23-1-40; and
9	(7) the surviving entity is considered to:
10	(A) be a domestic business corporation or other entity for
11	all purposes;
12	(B) be the same corporation or other entity without
13	interruption as the converting entity that existed before the
14	conversion; and
15	(C) have been incorporated or otherwise organized on the
16	date that the converting entity was originally incorporated
17	or organized.
18	(b) When a conversion of a domestic business corporation to a
19	foreign other entity becomes effective, the surviving entity is
20	considered to:
21	(1) appoint the secretary of state as its agent for service of
22	process in a proceeding to enforce the rights of shareholders
23	who exercise appraisal rights in connection with the
24	conversion; and
25	(2) agree that it will promptly pay the amount, if any, to
26	which the shareholders referred to in subdivision (1) are
27	entitled under IC 23-1-40.
28	(c) A shareholder who becomes subject to owner liability for
29	some or all of the debts, obligations, or liabilities of the surviving
30	entity is personally liable only for those debts, obligations, or
31	liabilities of the surviving entity that arise after the effective time
32	of the articles of entity conversion.
33	(d) The owner liability of an interest holder in an other entity
34	that converts to a domestic business corporation is as follows:
35	(1) The conversion does not discharge any owner liability
36	under the organic law of the other entity to the extent that any
37	such owner liability arose before the effective time of the
38	articles of entity conversion.
39	(2) The interest holder does not have owner liability under the
40	organic law of the other entity for any debt, obligation, or
41	liability of the corporation that arises after the effective time



42

of the articles of entity conversion.

16
(3) The provisions of the organic law of the other entity continue to apply to the collection or discharge of any owner liability preserved by subdivision (1), as if the conversion had not occurred and the surviving entity were still the converting entity.
(4) The interest holder has whatever rights of contribution from other interest holders are provided by the organic law of the other entity with respect to any owner liability preserved by subdivision (1), as if the conversion had not occurred and the surviving entity were still the converting entity.
Sec. 16. (a) Unless otherwise provided in a plan of entity conversion of a domestic business corporation, after the plan has been adopted and approved as required by this chapter, and at any time before the entity conversion becomes effective, the plan of entity conversion may be abandoned by the board of directors

without action by the shareholders.

(b) If an entity conversion is abandoned after articles of entity conversion or articles of charter surrender have been filed with the secretary of state but before the entity conversion becomes effective, a statement that the entity conversion has been abandoned under this section, executed by an officer or authorized representative, must be delivered to the secretary of state for filing before the effective date of the entity conversion. Upon filing the statement takes effect and the entity conversion is considered abandoned and shall not become effective.

SECTION 3. IC 23-1-40-8 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2002]: Sec. 8. (a) As used in this section, "other business entity" means a limited liability company, limited liability partnership, limited partnership, business trust, real estate investment trust, or any other entity that is formed under the requirements of applicable law and is not otherwise subject to section 1 of this chapter.

- (b) As used in this section "surviving entity" means the corporation, limited liability company, limited liability partnership, limited partnership, business trust, real estate investment trust, or any other entity that is in existence immediately after consummation of a merger under this section.
- (c) One (1) or more domestic corporations may merge with or into one (1) or more other business entities formed, organized, or incorporated under the laws of Indiana or any other state, the



1	United States, a foreign country, or a foreign jurisdiction if the
2	following requirements are met:
3	(1) Each domestic corporation that is a party to the merger
4	complies with the applicable provisions of this chapter.
5	(2) Each domestic other business entity that is a party to the
6	merger complies with the requirements of applicable law.
7	(3) The merger is permitted by the laws of the state, country,
8	or jurisdiction under which each other business entity that is
9	a party to the merger is formed, organized, or incorporated,
10	and each other business entity complies with the laws in
11	effecting the merger.
12	(4) The merging entities approve a plan of merger that sets
13	forth the following:
14	(A) The name of each domestic corporation and the name
15	and jurisdiction of formation, organization, or
16	incorporation of each other business entity planning to
17	merge, and the name of the surviving or resulting domestic
18	corporation or other business entity into which each other
19	domestic corporation or other business entity plans to
20	merge.
21	(B) The terms and conditions of the merger.
22	(C) The manner and basis of converting the shares of each
23	domestic corporation that is a party to the merger and the
24	partnership interests, shares, obligations, or other
25	securities of each other business entity that is a party to the
26	merger into partnership interests, interests, shares,
27	obligations, or other securities of the surviving entity or
28	any other domestic corporation or other business entity or,
29	in whole or in part, into cash or other property, and the
30	manner and basis of converting rights to acquire the
31	shares of each domestic corporation that is a party to the
32	merger and rights to acquire partnership interests,
33	interests, shares, obligations, or other securities of each
34	other business entity that is a party to the merger into
35	rights to acquire partnership interests, interests, shares,
36	obligations, or other securities of the surviving entity or
37	any other domestic corporation or other business entity or,
38	in whole or in part, into cash or other property.
39	(D) If a partnership is to be the surviving entity, the names
40	and business addresses of the general partners of the
41	surviving entity.
42	(E) If a limited liability company is to be the surviving



1	entity and management of the limited liability company is
2	vested in one (1) or more managers, the names and
3	business addresses of the managers.
4	(F) All statements required to be set forth in the plan of
5	merger by the laws under which each other business entity
6	that is a party to the merger is formed, organized, or
7	incorporated.
8	(5) The plan of merger may set forth the following:
9	(A) If a domestic corporation is to be the surviving entity,
10	any amendments to, or a restatement of, the articles of
11	incorporation of the surviving entity, and the amendments
12	or restatement will be effective at the effective date of the
13	merger.
14	(B) Any other provisions relating to the merger.
15	(d) The plan of merger required by subsection (c)(4) must be
16	adopted and approved by each domestic corporation that is a party
17	to the merger in the same manner as is provided in this chapter.
18	(e) Notwithstanding subsection (c)(4), if the surviving entity is
19	a partnership, a shareholder of a domestic corporation that is a
20	party to the merger does not, as a result of the merger, become a
21	general partner of the surviving entity, and the merger does not
22	become effective under this chapter, unless:
23	(1) the shareholder specifically consents in writing to become
24	a general partner of the surviving entity; and
25	(2) written consent is obtained from each shareholder who, as
26	a result of the merger, would become a general partner of the
27	surviving entity;
28	A shareholder providing written consent under this subsection is
29	considered to have voted in favor of the plan of merger for
30	purposes of this chapter.
31	(f) This section, to the extent applicable, applies to the merger
32	of one (1) or more domestic corporations with or into one (1) or
33	more other business entities.
34	(g) Notwithstanding any other law, a merger consisting solely of
35	the merger of one (1) or more domestic corporations with or into
36	one (1) or more foreign corporations must be consummated solely
37	according to the requirements of this section.
38	SECTION 4. IC 23-4-1-45, AS AMENDED BY P.L.277-2001,
39	SECTION 6, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE
40	JULY 1, 2002]: Sec. 45. (a) To qualify as a limited liability partnership,
41	a partnership under this chapter must do the following:

(1) File a registration with the secretary of state in a form



1	determined by the secretary of state that satisfies the following:
2	(A) Is signed by one (1) or more partners authorized to sign
3	the registration. A signature on a document under this clause
4	that is transmitted and filed electronically is sufficient if the
5	person transmitting and filing the document:
6	(i) has the intent to file the document as evidenced by a
7	symbol executed or adopted by a party with present
8	intention to authenticate the filing; and
9	(ii) enters the filing party's name on the electronic form in a
10	signature box or other place indicated by the secretary of
11	state.
12	(B) States the name of the limited liability partnership, which
13	must:
14	(i) contain the words "Limited Liability Partnership" or the
15	abbreviation "L.L.P." or "LLP" as the last words or letters of
16	the name; and
17	(ii) be distinguishable upon the records of the secretary of
18	state from the name of a limited liability partnership or
19	other business entity registered to transact business in
20	Indiana.
21	(C) States the address of the partnership's principal office.
22	(D) States the name of the partnership's registered agent and
23	the address of the partnership's registered office for service of
24	process as required to be maintained by section 50 of this
25	chapter.
26	(E) Contains a brief statement of the business in which the
27	partnership engages.
28	(F) States any other matters that the partnership determines to
29	include.
30	(G) States that the filing of the registration is evidence of the
31	partnership's intention to act as a limited liability partnership.
32	(2) File a ninety dollar (\$90) registration fee with the registration.
33	(b) The secretary of state shall grant limited liability partnership
34	status to any partnership that submits a completed registration with the
35	required fee.
36	(c) Registration is effective and a partnership becomes a limited
37	liability partnership on the date a registration is filed with the secretary
38	of state or at any later date or time specified in the registration. The
39	registration remains effective until it is voluntarily withdrawn by filing
40	with the secretary of state a written withdrawal notice under section
41	45.2 of this chapter.

(d) The status of a partnership as a limited liability partnership and



I	the liability of a partner of a limited liability partnership is not
2	adversely affected by errors or subsequent changes in the information
3	stated in a registration under subsection (a).
4	(e) A registration on file with the secretary of state is notice that the
5	partnership is a limited liability partnership and is notice of all other
6	facts set forth in the registration.
7	SECTION 5. IC 23-4-1-53 IS ADDED TO THE INDIANA CODE
8	AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY
9	1, 2002]: Sec. 53. (a) As used in this section, "other business entity"
10	means a corporation, limited liability company, limited liability
11	partnership, limited partnership, business trust, real estate
12	investment trust, or any other entity that is formed under the
13	requirements of applicable law.
14	(b) As used in this section, "surviving entity" means the
15	corporation, limited liability company, limited liability
16	partnership, limited partnership, business trust, real estate
17	investment trust, or any other entity that is in existence
18	immediately after consummation of a merger under this section.
19	(c) One (1) or more domestic limited liability partnerships may
20	merge with or into one (1) or more other business entities formed,
21	organized, or incorporated under the laws of Indiana or any other
22	state, the United States, a foreign country, or a foreign jurisdiction
23	if the following requirements are met:
24	(1) Each domestic limited liability partnership that is a party
25	to the merger complies with the applicable provisions of this
26	chapter.
27	(2) Each domestic other business entity that is a party to the
28	merger complies with the requirements of applicable law.
29	(3) The merger is permitted by the laws of the state, country
30	or jurisdiction under which each other business entity that is
31	a party to the merger is formed, organized, or incorporated,
32	and each other business entity complies with the laws in
33	effecting the merger.
34	(4) The merging entities approve a plan of merger that sets
35	forth the following:
36	(A) The name of each domestic limited liability partnership
37	and the name and jurisdiction of formation, organization,
38	or incorporation of each other business entity planning to
39	merge, and the name of the surviving or resulting domestic
40	limited liability partnership or other business entity into
41	which each other domestic limited liability partnership or

other business entity plans to merge.



1	(B) The terms and conditions of the merger.
2	(C) The manner and basis of converting the partnership
3	shares of the limited liability partnership that is a party to
4	the merger and the partnership interests, shares,
5	obligations, or other securities of each other business entity
6	that is a party to the merger into partnership interests,
7	interests, shares, obligations, or other securities of the
8	surviving entity or any other domestic corporation or
9	other business entity or, in whole or in part, into cash or
10	other property, and the manner and basis of converting
11	rights to acquire the shares of each domestic corporation
12	that is a party to the merger and rights to acquire
13	partnership interests, interests, shares, obligations, or
14	other securities of each other business entity that is a party
15	to the merger into rights to acquire partnership interests,
16	interests, shares, obligations, or other securities of the
17	surviving entity or any other domestic corporation or
18	other business entity or, in whole or in part, into cash or
19	other property.
20	(D) If a partnership is to be the surviving entity, the names
21	and business addresses of the general partners of the
22	surviving entity.
23	(E) If a limited liability company is to be the surviving
24	entity and management of the limited liability company is
25	vested in one (1) or more managers, the names and
26	business addresses of the managers.
27	(F) All statements required to be set forth in the plan of
28	merger by the laws under which each other business entity
29	that is a party to the merger is formed, organized, or
30	incorporated.
31	(5) The plan of merger may set forth the following:
32	(A) If a domestic corporation is to be the surviving entity,
33	any amendments to, or a restatement of, the articles of
34	incorporation of the surviving entity, and the amendments
35	or restatement will be effective at the effective date of the
36	merger.
37	(B) Any other provisions relating to the merger.
38	(d) The plan of merger required by subsection (c)(4) must be
39	adopted and approved by each domestic limited liability
40	partnership that is a party to the merger in the same manner as is
41	provided in this chapter.

(e) Notwithstanding subsection (c)(4), if the surviving entity is







1	a partnership, a shareholder of a domestic corporation that is a
2	party to the merger does not, as a result of the merger, become a
3	general partner of the surviving entity and the merger does not
4	become effective under this chapter, unless:
5	(1) the shareholder specifically consents in writing to become
6	a general partner of the surviving entity; and
7	(2) written consent is obtained from each shareholder who, as
8	a result of the merger, would become a general partner of the
9	surviving entity;
10	A shareholder providing written consent under this subsection is
11	considered to have voted in favor of the plan of merger for
12	purposes of this chapter.
13	(f) This section, to the extent applicable, applies to the merger
14	of one (1) or more domestic limited liability partnerships with or
15	into one (1) or more other business entities.
16	(g) Notwithstanding any other law, a merger consisting solely of
17	the merger of one (1) or more domestic limited liability
18	partnerships with or into one (1) or more foreign corporations
19	must be consummated solely according to the requirements of this
20	section.
21	SECTION 6. IC 23-16-2-1 IS AMENDED TO READ AS
22	FOLLOWS [EFFECTIVE JULY 1, 2002]: Sec. 1. (a) The name of each
23	limited partnership as set forth in its certificate of limited partnership:
24	(1) must contain the words "limited partnership" or the
25	abbreviation "L.P.";
26	(2) may not contain the name of a limited partner unless:
27	(A) it is also the name of a general partner or the corporate
28	name of a corporate general partner; or
29	(B) the business of the limited partnership had been carried on
30	under that name before the admission of that limited partner;
31	(3) may not contain any word or phrase indicating or implying
32	that it is organized other than for a purpose stated in its
33	partnership agreement; and
34	(4) except as provided in subsection (b), must be such as to
35	distinguish it upon the records in the office of the secretary of
36	state from the name of any limited partnership or other business
37	entity reserved, registered, or organized under the laws of Indiana
38	or qualified to do business or registered as a foreign limited
39	partnership in Indiana.
40	(b) A limited partnership may apply to the secretary of state to use
41	a name that is not distinguishable upon the secretary of state's records
42	from one (1) or more of the names described in subsection (a). The



1	secretary of state shall authorize use of the name applied for if:
2	(1) the other domestic or foreign limited partnership or other
3	business entity files its written consent to the use of its name,
4	signed by any current general partner of the other limited
5	partnership and verified subject to the penalties for perjury; or
6	(2) the applicant delivers to the secretary of state a certified copy
7	of a final court judgment establishing the applicant's right to use
8	the name applied for in Indiana.
9	SECTION 7. IC 23-16-3-13 IS ADDED TO THE INDIANA CODE
10	AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY
11	1, 2002]: Sec. 13. (a) As used in this section, "other business entity"
12	means a corporation, limited liability company, limited liability
13	partnership, limited partnership, business trust, real estate
14	investment trust, or any other entity that is formed under the
15	requirements of applicable law.
16	(b) As used in this section, "surviving entity" means the
17	corporation, limited liability company, limited liability
18	partnership, limited partnership, business trust, real estate
19	investment trust, or any other entity that is in existence
20	immediately after consummation of a merger under this section.
21	(c) One (1) or more domestic limited partnerships may merge
22	with or into one (1) or more other business entities formed,
23	organized, or incorporated under the laws of Indiana or any other
24	state, the United States, a foreign country, or a foreign jurisdiction
25	if the following requirements are met:
26	(1) Each domestic limited partnership corporation that is a
27	party to the merger complies with the applicable provisions of
28	this chapter.
29	(2) Each domestic other business entity that is a party to the
30	merger complies with the requirements of applicable law.
31	(3) The merger is permitted by the laws of the state, country,
32	or jurisdiction under which each other business entity that is
33	a party to the merger is formed, organized, or incorporated,
34	and each other business entity complies with the laws in
35	effecting the merger.
36	(4) The merging entities approve a plan of merger that sets
37	forth the following:
38	(A) The name of each domestic limited partnership and the
39	name and jurisdiction of formation, organization, or
40	incorporation of each other business entity planning to
41	merge, and the name of the surviving or resulting domestic

corporation or other business entity into which each other



1	domestic corporation or other business entity plans to
2	merge.
3	(B) The terms and conditions of the merger.
4	(C) The manner and basis of converting the limited
5	partnership shares of each domestic limited partnership
6	that is a party to the merger and the partnership interests,
7	shares, obligations, or other securities of each other
8	business entity that is a party to the merger into
9	partnership interests, interests, shares, obligations, or
10	other securities of the surviving entity or any other
11	domestic corporation or other business entity or, in whole
12	or in part, into cash or other property, and the manner and
13	basis of converting rights to acquire the shares of each
14	domestic corporation that is a party to the merger and
15	rights to acquire partnership interests, interests, shares,
16	obligations, or other securities of each other business entity
17	that is a party to the merger into rights to acquire
18	partnership interests, interests, shares, obligations, or
19	other securities of the surviving entity or any other
20	domestic corporation or other business entity or, in whole
21	or in part, into cash or other property.
22	(D) If a partnership is to be the surviving entity, the names
23	and business addresses of the general partners of the
24	surviving entity.
25	(E) If a limited liability company is to be the surviving
26	entity and management of the limited liability company is
27	vested in one (1) or more managers, the names and
28	business addresses of the managers.
29	(F) All statements required to be set forth in the plan of
30	merger by the laws under which each other business entity
31	that is a party to the merger is formed, organized, or
32	incorporated.
33	(5) The plan of merger may set forth the following:
34	(A) If a domestic corporation is to be the surviving entity,
35	any amendments to, or a restatement of, the articles of
36	incorporation of the surviving entity, and the amendments
37	or restatement will be effective at the effective date of the
38	merger.
39	(B) Any other provisions relating to the merger.
40	(d) The plan of merger required by subsection (c)(4) will be
41	adopted and approved by each domestic corporation that is a party

to the merger in the same manner as is provided in this chapter.



1	(e) Notwithstanding subsection (c)(4), if the surviving entity is
2	a partnership, a shareholder of a domestic corporation that is a
3	party to the merger does not, as a result of the merger, become a
4	general partner of the surviving entity and the merger does not
5	become effective under this chapter, unless:
6	(1) the shareholder specifically consents in writing to become
7	a general partner of the surviving entity; and
8	(2) written consent is obtained from each shareholder who, as
9	a result of the merger, would become a general partner of the
.0	surviving entity;
. 1	A shareholder providing written consent under this subsection is
2	considered to have voted in favor of the plan of merger for
.3	purposes of this chapter.
4	(e) This section, to the extent applicable, applies to the merger
.5	of one (1) or more domestic limited partnerships with or into one
6	(1) or more other business entities.
7	(f) Notwithstanding any other law, a merger consisting solely of
8	the merger of one (1) or more domestic limited partnerships with
9	or into one (1) or more foreign corporations must be made solely
20	according to the requirements of this section.
21	SECTION 8. IC 23-18-2-8 IS AMENDED TO READ AS
22	FOLLOWS [EFFECTIVE JULY 1, 2002]: Sec. 8. (a) The name of each
23	limited liability company as set forth in its articles of organization:
24	(1) must contain the words "limited liability company" or either
25	of the following abbreviations:
26	(A) "L.L.C."; or
27	(B) "LLC";
28	(2) may contain the name of a member or manager; and
29	(3) except as provided in subsection (b), must be such as to
80	distinguish the name upon the records of the office of the
31	secretary of state from the name of any limited liability company
32	or other business entity reserved, registered, or organized under
33	the laws of Indiana or qualified to transact business as a foreign
84	limited liability company in Indiana.
35	(b) A limited liability company may apply to the secretary of state
86	to use a name that is not distinguishable upon the secretary of state's
37	records from one (1) or more of the names described in subsection (a).
88	The secretary of state shall authorize the use of the name applied for if:
10	(1) the other domestic or foreign limited liability company or
10	other business entity files its written consent to the use of its
11	name; or
12	(2) the applicant delivers to the secretary of state a certified copy



1	of a final court judgment from a circuit or superior court in the
2	state of Indiana establishing the applicant's right to use the name
3	applied for in Indiana.
4	SECTION 9. IC 23-18-7-9 IS ADDED TO THE INDIANA CODE
5	AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY
6	1, 2002]: Sec. 9. (a) As used in this section, "other business entity"
7	means a corporation, limited liability company, limited liability
8	partnership, limited partnership, business trust, real estate
9	investment trust, or any other entity that is formed under the
10	requirements of applicable law and is not otherwise subject to
11	section 1 of this chapter.
12	(b) As used in this section, "surviving entity" means the
13	corporation, limited liability company, limited liability
14	partnership, limited partnership, business trust, real estate
15	investment trust, or any other entity that is in existence
16	immediately after consummation of a merger under this section.
17	(c) One (1) or more domestic limited liability companies may
18	merge with or into one (1) or more other business entities formed,
19	organized, or incorporated under the laws of Indiana or any other
20	state, the United States, a foreign country, or a foreign jurisdiction
21	if the following requirements are met:
22	(1) Each domestic limited liability company that is a party to
23	the merger complies with the applicable provisions of this
24	chapter.
25	(2) Each domestic other business entity that is a party to the
26	merger complies with the requirements of applicable law.
27	(3) The merger is permitted by the laws of the state, country,
28	or jurisdiction under which each other business entity that is
29	a party to the merger is formed, organized, or incorporated,
30	and each other business entity complies with the laws in
31	effecting the merger.
32	(4) The merging entities approve a plan of merger that sets
33	forth the following:
34	(A) The name of each domestic limited liability company
35	and the name and jurisdiction of formation, organization,
36	or incorporation of each other business entity planning to
37	merge, and the name of the surviving or resulting domestic
38	limited liability partnership or other business entity into
39	which each other domestic limited liability partnership or
40	other business entity plans to merge.
41	(B) The terms and conditions of the merger.

(C) The manner and basis of converting the limited



1	liability company that is a party to the merger and the
2	partnership interests, shares, obligations, or other
3	securities of each other business entity that is a party to the
4	merger into partnership interests, interests, shares,
5	obligations, or other securities of the surviving entity or
6	any other domestic corporation or other business entity or,
7	in whole or in part, into cash or other property, and the
8	manner and basis of converting rights to acquire the
9	shares of each domestic corporation that is a party to the
10	merger and rights to acquire partnership interests,
11	interests, shares, obligations, or other securities of each
12	other business entity that is a party to the merger into
13	rights to acquire partnership interests, interests, shares,
14	obligations, or other securities of the surviving entity or
15	any other domestic corporation or other business entity or,
16	in whole or in part, into cash or other property.
17	(D) If a partnership is to be the surviving entity, the names
18	and business addresses of the general partners of the
19	surviving entity.
20	(E) If a limited liability company is to be the surviving
21	entity and management thereof is vested in one (1) or more
22	managers, the names and business addresses of the
23	managers.
24	(F) All statements required to be set forth in the plan of
25	merger by the laws under which each other business entity
26	that is a party to the merger is formed, organized, or
27	incorporated.
28	(5) The plan of merger may set forth the following:
29	(A) If a domestic corporation is to be the surviving entity,
30	any amendments to, or a restatement of, the articles of

(B) Any other provisions relating to the merger.

incorporation of the surviving entity, and the amendments or restatement will be effective at the effective date of the

- (d) The plan of merger required by subsection (c)(4) must be adopted and approved by each domestic limited liability company that is a party to the merger in the same manner as is provided in this chapter.
- (e) Notwithstanding subsection (c)(4), if the surviving entity is a partnership, a shareholder of a domestic corporation that is a party to the merger does not, as a result of the merger, become a general partner of the surviving entity and the merger does not



1	become effective under this chapter, unless:	
2	(1) the shareholder specifically consents in writing to become	
3	a general partner of the surviving entity; and	
4	(2) written consent is obtained from each shareholder who, as	
5	a result of the merger, would become a general partner of the	
6	surviving entity;	
7	A shareholder providing written consent under this subsection is	
8	considered to have voted in favor of the plan of merger for	
9	purposes of this chapter.	
0	(f) This section, to the extent applicable, applies to the merger	
.1	of one (1) or more domestic limited liability companies with or into	
2	one (1) or more other business entities.	
.3	(g) Notwithstanding any other law, a merger consisting solely of	
4	the merger of one (1) or more domestic limited liability company	
.5	with or into one (1) or more foreign corporations must be	
.6	consummated solely according to the requirements of this section.	
.7	SECTION 10. IC 30-5-2-8 IS AMENDED TO READ AS	
.8	FOLLOWS [EFFECTIVE JULY 1, 2002]: Sec. 8. "Principal" means:	
9	(1) an individual, including an individual acting as a:	
20	(1) (A) trustee;	
21	(2) (B) personal representative; or	
22	(3) (C) fiduciary;	P
23	(2) a corporation;	
24	(3) a limited liability company;	
25	(4) a trust; or	
26	(5) a partnership;	
27	who signs a power of attorney granting powers to an attorney in fact.	y



SENATE MOTION

Mr. President: I move that Senator Lanane be added as second author of Senate Bill 517.

CLARK

o p v



COMMITTEE REPORT

Mr. President: The Senate Committee on Commerce and Consumer Affairs, to which was referred Senate Bill No. 517, has had the same under consideration and begs leave to report the same back to the Senate with the recommendation that said bill DO PASS.

(Reference is made to Senate Bill 517 as introduced.)

SERVER, Chairperson

Committee Vote: Yeas 10, Nays 0.





SENATE MOTION

Mr. President: I move that Senate Bill 517 be amended to read as follows:

Page 10, line 6, after "does" insert "not".

Page 15, line 8, delete "consider" and insert "considered".

(Reference is to SB 517 as printed February 1, 2002.)

CLARK

C O P

